

Messiah Fund

ARTICLE I: OFFICES

The corporation shall maintain a registered office in the State of Wyoming and may have other offices within or without the state.

ARTICLE II: PURPOSE

The corporation shall exist for the purposes set forth in its Charter.

ARTICLE III: MEMBERS

1. General Powers. The Members of the corporation shall be responsible for the appointment of the corporation's Directors.

2. Qualification and Election. The qualification and election of Members shall be as set forth in the corporation's Charter.

3. Number. The number of Members shall be fixed from time to time by action of the Members, but shall not be less than one (1) nor more than seven (7) Members.

4. Chairman. Except as otherwise provided herein, the Members shall elect one of the Members to serve as Chairman. The Chairman shall chair all meetings of the Members.

5. Meetings. The annual meeting of the Members shall be held during the first quarter of each calendar year, at a specific date and time specified by the board of Members, at which time the board of Members shall elect the Directors of the corporation. The Members also may designate more frequent intervals for regular meetings. Special meetings may be called at any time by the Chairman or any two (2) Members. All meetings may be held by telephone conference call or Internet conference or such other methods as may facilitate the meetings and to the greatest extent permitted by applicable law. Minutes of meetings may be recorded in writing including the adoption of resolutions by the Members.

6. Notice of Members' Meetings. The annual and all regular Member meetings may be held without notice. Special meetings shall be held upon notice sent by any usual means of communication not less than two (2) days before the special meeting. Notice of any special meeting shall contain a description of the matters to be considered at such meeting. A Member may waive the right to receive notice before, during or after a meeting. A Member's attendance at a meeting shall constitute that Member's waiver of any deficiencies of notice of that meeting, unless that Member specifically and expressly states otherwise at that meeting.

7. Quorum and Vote. The presence of a majority of the Members shall constitute a quorum for the transaction of business. A meeting may be adjourned despite the absence of a quorum, and notice of an adjourned meeting is not necessary if the time and place to which the meeting is adjourned are fixed at the meeting at which the adjournment is taken, and if the period of adjournment does not exceed one month in any one adjournment. A majority vote at a meeting at which a quorum is present shall be the act of the Members, unless the vote of a greater number is required by the Charter, these Bylaws, or applicable law.

ARTICLE IV: BOARD OF DIRECTORS

1. General Powers. The business and affairs of the corporation shall be managed by its board of Directors. The board of Directors may adopt such rules and regulations for the conduct of their meetings and management of the business and affairs of the corporation as they may deem proper, not inconsistent with the laws of the State of Wyoming, the Charter of the corporation or these Bylaws. The board of Directors shall at all times conduct the affairs of the corporation in good faith and in a manner believed to be necessary to promote the purposes of the corporation and to preserve the corporation's tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as hereafter amended.

2. Qualification and Election. Directors need not be residents of the State of Wyoming but must be of legal age. The qualifications for Directors shall be the same as those applicable to Members in the Charter. The requirement that a Director must affirm his or her faith in Jesus Christ shall not be removed through amendment of this these Bylaws, the amendment of the Charter, or otherwise.

(a) The initial Directors shall be specified in the organizational minutes of the organization. Thereafter, Directors shall be elected by a majority vote of the Members.

(b) Each Director shall hold office until the expiration of the term for which he is elected and thereafter until his successor has been elected and qualified, or until such time that the Director is removed by vote of the Members, if earlier.

3. Number. The number of Directors shall be fixed from time to time by action of the Members, but shall not be less than the minimum number required by applicable law nor more than seven (7).

4. Chairman. Except as otherwise provided herein, the Directors shall elect one of the Directors to serve as Chairman. The Chairman shall chair all meetings of the board of Directors.

5. Meetings. The annual meeting of the board of Directors shall be held promptly following the annual meeting of the Members, at a specific date and time specified by the board of Directors, at which time the board of Directors shall elect the officers of the organization. The board of Directors also may designate more frequent intervals for regular meetings. Special meetings may be called at any time by the Chairman or any two (2) Directors. All meetings may be held by telephone conference call or Internet conference or such other methods as may facilitate the meetings and to the greatest extent permitted by applicable law. Minutes of meetings may be recorded in writing including the adoption of resolutions by the Directors.

6. Notice of Directors' Meetings. The annual and all regular board meetings may be held without notice. Special meetings shall be held upon notice sent by any usual means of communication not less than two (2) days before the special meeting. Notice of any special meeting shall contain a description of the matters to be considered at such meeting. A director may waive the right to receive notice before, during or after a meeting. A director's attendance at a meeting shall constitute that director's waiver of any deficiencies of notice of that meeting, unless that director specifically and expressly states otherwise at that meeting.

7. Quorum and Vote. The presence of a majority of the Directors shall constitute a quorum for the transaction of business. A meeting may be adjourned despite the absence of a quorum, and notice of an adjourned meeting is not necessary if the time and place to which the meeting is adjourned are fixed at the meeting at which the adjournment is taken, and if the period of adjournment does not exceed one month in any one adjournment. A majority vote at a meeting at which a quorum is present shall be the act of the board of Directors, unless the vote of a greater number is required by the Charter, these Bylaws, or applicable law.

8. Executive and Other Committees. The board of Directors, by a resolution adopted by a majority of the Directors, may designate committees, consisting of one or more persons who may or may not be Directors, and may delegate to any such committee or committees any and all authority that the board of Directors deems desirable. The board of Directors may delegate to an executive committee the power to exercise all the authority of the board of Directors in the management of the affairs and property of the organization; provided, that all members of any such executive committee must be members of the board of Directors.

ARTICLE V: OFFICERS

1. Principal Officers. The corporation shall have a President and a Secretary, each of whom shall be elected by the board of Directors. The officers need not be Directors but shall be required to have the same qualifications as Directors hereunder. The principal duties, responsibilities and authority of each such officer shall be as follows:

(a) President. The President shall be the chief executive officer of the corporation and shall be ultimately responsible for the conduct of the business and affairs of the organization. The President shall have the power and authority to direct and supervise each other officer and employee of the organization, subject to the directions and determinations of the board of Directors. The President shall report to the board on all relevant activities of the organization. The President shall have the power and authority to execute documents for and on behalf of the organization, subject to the directions and determinations of the board. The President shall also have such other duties and responsibilities as may be required or directed by the board.

(b) Secretary. The Secretary shall generally be responsible for maintaining the records of the corporation and shall perform such other functions as specifically required by the Wyoming Nonprofit Organization Act. The Secretary shall not have any power or authority to execute contracts or agreements on behalf of the corporation except as specifically authorized and directed by the President or the board of Directors. The Secretary

shall report to and take direction from the President. The Secretary shall also have such other duties and responsibilities as may be required or directed by the President or the board.

(c) Treasurer. The Treasurer shall generally be responsible for maintaining the finances and assets of the corporation and shall perform such other functions as specifically required by the Wyoming Nonprofit Organization Act. The Treasurer shall not have any power or authority to execute contracts or agreements on behalf of the corporation except as specifically authorized and directed by the President or the board of Directors. The Treasurer shall report to and take direction from the President. The Treasurer shall also have such other duties and responsibilities as may be required or directed by the President or the board.

2. Other Officers. The corporation shall have any other officer that the board of Directors from time to time shall deem necessary. Each such officer shall be subordinate to the President and shall otherwise have such duties, responsibilities, power and authority as determined by the board.

3. Division Officers. The board of Directors may from time to time elect one or more officers who shall have specified duties and responsibilities with respect to a particular division of the organization. Each such officer shall be subordinate to the President and shall otherwise have such duties, responsibilities, power and authority as determined by the board.

4. Multiple Offices. The same individual may simultaneously hold more than one (1) office in the organization.

5. Election and Term. The board of Directors shall elect the officers at its annual meeting (or at a special meeting called for such purpose). Each officer shall serve until the expiration of the term for which he is elected and thereafter until his successor has been elected and qualified.

6. Compensation. Each officer shall receive such compensation and benefits as determined from time to time by the board of Directors.

ARTICLE VI: RESIGNATIONS, REMOVALS AND VACANCIES OF OFFICERS AND DIRECTORS

1. Resignations. Any officer or director may resign at any time by giving written notice to any Member, the chairman of the board of Directors, or the President. Any such resignation shall take effect at the time specified in the resignation, or, if no time is specified, then upon its acceptance by the Member or the board of Directors.

2. Removal of Officers. The board of Directors may remove any officer or agent whenever in the judgment of the board of Directors the best interests of the corporation will be served by the removal.

3. Removal of Directors. Any of the Directors may be removed either with or without cause by a majority vote of the Members.

4. Vacancies. Newly created Directorships resulting from an increase in the number of Directors, and vacancies occurring in any Directorship for any reason, including removal of a director, and vacancies occurring in any officer position, including removal of an officer, may be filled by the Members.

ARTICLE VII: CONFLICTS OF INTEREST

1. Potential Conflicts of Interest. The corporation shall not make any loan to any Member, Director, officer or committee member of the organization. A Member, Director, officer or committee member of the corporation may otherwise transact business with the corporation except as otherwise provided by these Bylaws, the Charter of the organization, or applicable law. A person shall be deemed to be transacting business with the corporation if: (a) he or she is the party or a family member of a party contracting or dealing with the organization; (b) he or she is a member, director, officer, partner, shareholder or owner of an entity contracting or dealing with the organization; or (c) he or she otherwise has a significant financial or other interest in the transaction. Such a person transacting business with the corporation has the same rights and obligations relating to those matters as other persons transacting business with the organization. The corporation shall not transact business with a Member, Director, officer or committee member of the corporation unless the transaction is fair and upon terms and conditions similar to those available from unrelated third parties. The corporation may transact business with a Member, Director, officer or committee member of the corporation only after full disclosure of all relevant facts and the approval of the board of Directors not including the vote of any person having a personal interest in the transaction.

2. Prohibited Acts. Except with the prior approval of the board of Directors, no Member, Director, officer or committee member of the corporation shall:

- (a) Do any act in violation of these Bylaws or a binding obligation of the organization;
- (b) Do any act with the intention of harming the corporation or any of its operations;
- (c) Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary purposes of the organization;
- (d) Receive an improper personal benefit from the operations of the organization;
- (e) Use the assets of the organization, directly or indirectly, for purposes (i) not permitted under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended; or (ii) not in furtherance of the purposes set forth in the Charter and these Bylaws;
- (f) Wrongfully transfer or dispose of corporation property, including intangible property such as goodwill;

(g) Use the name of the corporation (or any substantially similar name) or any trademark or trade name adopted by the organization, except on behalf of the corporation in the ordinary course of the organization's business or activities;

(h) Disclose any of the organization's business or charitable practices, trade secrets, or any other information not generally known to the business or charitable community to any person not authorized to receive it;

(i) Engage in any act of discrimination on the basis of race, national origin, age or sex with respect to any employee or representative of the organization, any person with whom the corporation does business or any person to whom the corporation provides any service; and

(j) Knowingly, take any action that would in any way jeopardize the tax-exempt status of the corporation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE VIII: INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHERS

1. Right to Indemnification. The organization, to the fullest extent permitted by applicable law as then in effect, shall indemnify any person (an "Indemnitee") who was or is involved in any manner (including, without limitation, as a party or a witness), or is threatened to be made so involved, in any threatened, pending or completed investigation, claim, action, suit or proceeding, whether civil, criminal, administrative or investigative (including, without limitation, any action, suit or proceeding by or in the right of the corporation to procure a judgment in its favor) (a "Proceeding") by reason of the fact that he is or was a Member, Director, officer, employee or agent of the organization, or is or was serving at the request of the corporation as a member, director, officer or employee or agent of another organization, partnership, joint venture, trust or other enterprise against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with any such Proceedings. This indemnification shall be a contract right and shall include the right to receive payment in advance of any expenses incurred by an Indemnitee in connection with a Proceeding, consistent with the provisions of applicable law as then in effect.

2. Contracts and Funding. The corporation may enter into contracts with any Member, Director, officer, employee or agent of the corporation in furtherance of the provisions of this Article, and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

3. Indemnification Not Exclusive Right. The right of indemnification and advancement of expenses provided in this Article shall not be exclusive of any other rights to which a person seeking indemnification may otherwise be entitled, under any statute, bylaw, agreement, vote of disinterested Members, Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. The provisions of this Article shall inure to the benefit of the heirs and legal representatives of any person entitled to indemnity under this Article and shall be applicable to Proceedings commenced or continuing

after the adoption of this Article, whether arising from acts or omissions occurring before or after such adoption.

4. Advancement of Expenses; Procedures. In furtherance, but not in limitation, of the foregoing provisions, the following procedures and remedies shall apply with respect to advancement of expenses and the right to indemnification under this Article:

(a) Advancement of Expenses. All reasonable expenses incurred by or on behalf of an Indemnitee in connection with any Proceeding shall be advanced to the Indemnitee by the corporation within twenty (20) days after the receipt by the corporation of a statement or statements from the Indemnitee requesting such advance or advances from time to time, whether prior to or after final disposition of a Proceeding. The statement or statements shall reasonably evidence the expenses incurred by the Indemnitee and, if required by law at the time of such advance, shall include or be accompanied by an undertaking by or on behalf of the Indemnitee to repay the amounts advanced if it should ultimately be determined that the Indemnitee is not entitled to be indemnified against such expenses.

(b) Written Request for Indemnification. To obtain indemnification under this Article, an Indemnitee shall submit to the secretary of the corporation a written request, including such documentation and information as is reasonably available to the Indemnitee and reasonably necessary to determine whether and to what extent the Indemnitee is entitled to indemnification (the "Supporting Documentation"). The determination of the Indemnitee's entitlement to indemnification shall be made within a reasonable time after receipt by the corporation of the written request for indemnification together with the Supporting Documentation. The Secretary of the organization, promptly upon receipt of such a request for indemnification, shall advise the board of Directors in writing that the Indemnitee has requested indemnification.

(c) Procedure for Determination. An Indemnitee's entitlement to indemnification under this Article shall be determined:

(i) by the board of Directors by 77% majority vote of a quorum (as defined in these Bylaws), consisting of Directors not at the time parties to the Proceeding;

(ii) if a quorum cannot be obtained under subdivision (i), by 77% majority vote of a committee duly designated by the board of Directors (in which designation Directors who are parties may participate), consisting solely of three (3) or more Directors not at the time parties to the Proceeding; or

(iii) by independent special legal counsel:

(A) selected by the board of Directors or its committee in the manner prescribed in subdivision (i) or (ii); or

(B) if a quorum of the board of Directors cannot be obtained under subdivision (i) and a committee cannot be designated under

subdivision (ii), selected by 77% majority vote of the full board of Directors (in which selection Directors who are parties may participate).

ARTICLE IX: ACTION BY CONSENT

Whenever the Members or Directors are required or permitted to take any action by vote, the action may be taken without a meeting on written consent. Such written consent shall (a) set forth the action so taken, (b) be signed by all the persons entitled to vote on that action, (c) indicate each Member's or Director's vote or abstention, as the case may be, and (d) be delivered to the corporation for inclusion in the corporate records.

ARTICLE X: AMENDMENT OF BYLAWS

Unless provided otherwise by the Charter of the organization, in which case the provisions of the Charter shall control, or as stated in these Bylaws, these Bylaws may be amended, supplemented or repealed by a unanimous vote of the Members.

In witness whereof these Bylaws are adopted on Easter Sunday, April 17, 2022, by unanimous written consent of the Incorporator.

/s/ Mark A. Absher
Mark A. Absher, Incorporator